

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PDV SWEENEY, INC. and PDV TEXAS, INC.,

Petitioners,

v.

CONOCOPHILLIPS COMPANY formerly
doing business as PHILLIPS PETROLEUM
COMPANY and SWEENEY COKER
INVESTOR SUB, LLC formerly doing
business as SWEENEY COKER INVESTOR
SUB, INC.,

Respondents.

Case No. 14-cv-5183 (AJN) (FM)

DECLARATION OF SAM PREVATT

SAM PREVATT, under penalty of perjury, makes this declaration pursuant to 28 U.S.C. § 1746:

1. I am an attorney with the law firm Freshfields Bruckhaus Deringer US LLP, counsel for Respondents ConocoPhillips Company (“ConocoPhillips”) and Sweeny Coker Investor Sub, LLC (“Sweeny Sub”) in the above-captioned action, and a member of the bar of this Court. I respectfully submit this declaration in support of: (a) Respondents’ opposition to Petitioners’ petition, pursuant to Sections 10 and 307 of the Federal Arbitration Act (the “FAA”), to vacate the Partial Award rendered in ICC Case No. 16982/JRF/CA/ASM (C-17336/JRF), dated April 14, 2014 (the “Partial Award”); and (b) Respondents’ cross-petition to confirm, recognize, and enforce the Partial Award and the Final Award, dated August 18, 2014, pursuant to Sections 9, 207, and 302 of the FAA.

2. I am familiar with the arbitration proceeding in this case, which lasted more than four years. The claimants in the arbitration included Petitioners PDV Sweeny, Inc. and PDV Texas, Inc., as well as Petróleos de Venezuela, S.A. (“PDVSA,” the national oil company of

Venezuela) and PDVSA Petróleo, S.A. The four claimants are referred to collectively as the “PDVSA Parties.” The respondents/counter-claimants in the arbitration were Respondents ConocoPhillips and Sweeny Sub, which are referred to collectively as the “ConocoPhillips Parties.”

3. From May 3, 2011, when the tribunal executed the Terms of Reference identifying the issues to be determined in the arbitration, until it rendered the Partial Award, the PDVSA Parties submitted approximately 350 pages of briefing, seven fact witness statements, two expert reports, 97 fact exhibits, and 109 legal authorities.¹ The ConocoPhillips Parties submitted approximately 500 pages of briefing, ten fact witness statements, three expert reports, 115 exhibits, and 91 legal authorities.²

4. Given the extensive volume of the record, Respondents have submitted only portions of the pleadings containing the parties’ legal arguments regarding the enforceability of the Call Option provision, which is the only claim advanced during the arbitration that is now at issue in this action. Respondents can, of course, provide the Court with full versions of any submission, transcript, or ruling in the arbitration upon request.

5. Attached hereto as Exhibit A is a true and correct copy of an excerpt (pages 32–43) from the PDVSA Parties’ 63-page Statement of Claim, submitted to the tribunal on August 3, 2011.

¹ The PDVSA Parties submitted a Statement of Claim on August 3, 2011; a Reply to Statement of Defense, Statement of Defense to Counterclaims and Statement of New Claims (“Reply”) on May 23, 2012; a Rejoinder to Counterclaims and Reply in Support of New Claims on October 8, 2012; an Opening Skeleton argument on December 2, 2012; and a Post-Hearing Brief on March 1, 2013.

² The ConocoPhillips Parties submitted a Statement of Defense and Counterclaims (“Statement of Defense”) on December 20, 2011; a Rejoinder, Reply to Counterclaims and Statement of Defense to New Claims (“Rejoinder”) on August 6, 2012; a Rejoinder to New Claims on November 14, 2012; an Opening Skeleton argument on December 3, 2012; and a Post-Hearing Memorial on March 1, 2013.

6. Attached hereto as Exhibit B is a true and correct copy of an excerpt (pages 4–19) from the PDVSA Parties’ 128-page Reply, submitted to the tribunal on May 23, 2012.

7. Attached hereto as Exhibit C is a true and correct copy of an excerpt (pages 25–32) from the PDVSA Parties’ 60-page Post-Hearing Brief, submitted to the tribunal on March 1, 2013.

8. Attached hereto as Exhibit D is a true and correct copy of an excerpt (pages 102–26) from the ConocoPhillips Parties’ 196-page Statement of Defense, submitted to the tribunal on December 20, 2011.

9. Attached hereto as Exhibit E is a true and correct copy of an excerpt (pages 56–83) from the ConocoPhillips Parties’ 199-page Rejoinder, submitted to the tribunal on August 6, 2012.

10. Attached hereto as Exhibit F is a true and correct copy of an excerpt (pages 26–32) from the ConocoPhillips Parties’ 60-page Post-Hearing Memorial, submitted to the tribunal on March 1, 2013.

11. On August 22, 2014, the Secretariat of the ICC International Court of Arbitration dispatched the Final Award to the parties. Attached hereto as Exhibit G is a true and correct copy of the Final Award, signed by the tribunal on August 18, 2014.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: New York, New York
August 29, 2014



Sam Prevatt